UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

OMB	APPROVAL	

OMB Number:

hours per form

3235-0076

April 30, 2008 Expires: Estimated average burden

SEC USE ONLY Prefix Serial DATE RECEIVED

UNIFORM LIMITED OFFERING EXEMPTION	
	PROCESSE
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Navigant Consulting Inc. (the "Issuer") Common Stock	L MAY 9 7 300
Filing Under (Check box(es) that apply):	THOMSON PEITE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Navigant Consulting, Inc.	
Address of Executive Offices (Number and Street, City, State, ZIP Code) Telephone 30 S. Wacker, Chicago, IL 60611 312-573-5	Number (Including Area Code) 600
Address of Principal Business Operations (if different from Executive Offices) same as above (Number and Street, City, State, ZIP Code) same as alove	Number (Including Area Code)
Brief Description of Business Navigant Consulting, Inc. is a management consulting firm to Fortune 500 ar agencies, law firms, financial institutions and regulated industries.	8 ⊵ ≨
Type of Business Organization Corporation limited partnership, already formed other (please specify):	Wall Processing Section
business trust limited partnership, to be formed	19 400a
	Estimated 2000
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) D E	Washington, DC
ENERAL INSTRUCTIONS	
to Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 2	30.501 et seq. or 15 U.S.C. 77d(6).

GE

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549,

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA									
2. Enter the information requested for the following:									
• Each promoter of the issuer, if the issuer has been organized within the past five years;									
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. 									
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and									
Each general and managing partner of partnership issuers.									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Goodyear, William M.									
Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker, Chicago, IL 60611									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Krenz, Scott J.									
Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker, Chicago, IL 60611									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Jarret, Valerie B.									
Business or Residence Address (Number and Street, City, State, Zip Code) 350 W. Hubbard Street, Chicago, IL 60610									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Gildehaus, Thomas A.									
Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker, Chicago, IL 60611									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or									

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Executive Officer

Director

Beneficial Owner

Full Name (Last name first, if individual)

Full Name (Last name first, if individual)

35 W. Wacker Drive, Chicago, IL 60601-9703

30 S. Wacker, Chicago, IL 60611 Check Box(es) that Apply:

Thompson, James R.

Business or Residence Address (Number and Street, City, State, Zip Code)

Promoter

Business or Residence Address (Number and Street, City, State, Zip Code)

Pond, Peter B.

Managing Partner

General and/or Managing Partner

A. BASIC IDENTIFICATION DATA									
2. Enter the information requested for the following:									
 Each promoter of the issuer, if the issuer has been organized within the past five years; 									
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.									
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and									
Each general and managing partner of partnership issuers.									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Skinner, Samuel K.									
Business or Residence Address (Number and Street, City, State, Zip Code) Greenberg Traurig LLP, 77 West Wacker Drive, Suite 2400, Chicago, IL 60601									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Howard, Julie M.									
Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker, Chicago, IL 60611									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Wartner, David E.									
Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker, Chicago, IL 60611									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual) Fischer, Richard X.									
Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker, Chicago, IL 60611									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual)									

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Business or Residence Address (Number and Street, City, State, Zip Code)

				В.	INFORMA	ATION AB	OUT OFF	ERING					
_												YES	NO
1. Has the	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												
2. What i	11.11.10										\$23,000	,000	
										YES	NO		
* Subject	* Subject to the discretion of the General Partner to lower such amount.										П	NO	
4. Enter t	 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission 										nmission	_	
or sim	or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name												
listed i	s an associa broker or de	ited person	or agent c	of a broker ive (5) ners	or dealer re ions to be li	gistered wi	th the SEC a sociated per	and/or with sons of suc	a state or s h a broker	states, list or dealer,	you may		
	th the inform												
Full Name (La	st name firs	st, if indivi	dual)										
N/A													
Business or Re	esidence Ad	dress (Nur	nber and S	treet, City,	State, Zip	Code)							
Name of Asso	ciated Pect	er or Deal											
14ame of Asso	CIALCU DIUK	or or Deale	×1										
		. 177 ~		*	0-11-1-1	ab-aa::-							
States in Which							,				[]	All States	
(AL)	[AK]	[AZ]	[AR]	[CA]	[CO]	(CT)	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	(NE)	[NV]	[NH]	[NJ]	[NM]	(NY)	[NC]	[ND]	(OH)	[OK]	[OR]	(PA)	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	(PR)	
Full Name (La	ast name fir	st, if indivi	dual)										
Business or R	esidence Ac	ddress (Nu	mber and S	Street, City	, State, Zip	Code)							
Name of Asso	ciated Brok	er or Deal	 ег										·
States in Whi	ch Person I	isted Has S	Solicited or	r Intends to	Solicit Pur	chasers							
							***************************************					All States	;
	[AK]				[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]	
(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN] [OK]	[MS] [OR]	[MO] [PA]	
[MT] [RI]	(NE) (SC)	[NV] [SD]	(NH) (TN)	[NJ] [TX]	[NM] (UT)	[NY] [VT]	[NC] [VA]	[ND] [WA]	(OH) [WV]	[WI]	(WY)	[PR]	
Full Name (L				(IA)		[,,]	(, , , ,	f	L J	(· · · · · · ·	1		
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			-										
Business or R	tesidence A	ddress (Nu	mber and	Street, City	, State, Zip	Code)							
Name of Ass	ociated Bro	ker or Deal	ler										
States in Whi	ch Person I	isted Has	Solicited o	r Intends to	Solicit Pu	rchasers	•						
	k "All State											All States	S
(AL)	[AK]	[AZ]	(AR)	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	(HI)	[ID]	
(IL)	[IN]	[IA]	[KS]	(KY)	(LA)	[ME]	[MD]	[MA]	(MI)	[MN]	[MS] [OR]	[MO] [PA]	
(MT) [RI]	[NE] [SC]	[NV] (SD)	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[WY]	[PR]	
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Type of Security	•	Aggregate Offering Price	Amount Already Sold
Debt	<u>\$0</u>		\$0
Equity	\$2	9,750,000	\$29,750,000
Common Preferred			
Convertible Securities (including warrants)	<u>\$0</u>		\$0
Partnership Interests	<u>\$0</u>		\$0
Other (Specify)	<u>\$0</u>		\$0
Total		9,750,000	\$29,750,000
Answer also in Appendix, Column 3, if filing under ULOE.			
Enter the number of accredited and non-accredited investors who have purchased securities is and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate persons who have purchased securities and the aggregate dollar amount of their purchases on Enter "0" if answer is "none" or "zero."	the number of	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors		1	\$29,750,000
Non-accredited investors		0	\$0
		N/A	\$N/A
Total (for filings under Rule 504 only)		NA	4 1171
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the second	securities sold	IVA	¥.41.
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all	securities sold	IVA	
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to a securities in this offering. Classify securities by type listed in Part C - Question 1.	securities sold	Type of	Dollar Amount
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to a securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering	securities sold the first sale of	Type of Security	Dollar Amount Sold
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to a securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	securities sold the first sale of	Type of Security N/A	Dollar Amount Sold \$N/A
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to a securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	securities sold the first sale of	Type of Security N/A N/A	Dollar Amount Sold \$N/A \$N/A
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to a securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A	securities sold the first sale of	Type of Security N/A N/A N/A	Dollar Amount Sold SN/A SN/A SN/A
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to a securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	securities sold the first sale of	Type of Security N/A N/A	Dollar Amount Sold \$N/A \$N/A
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to a securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A	securities sold the first sale of	Type of Security N/A N/A N/A	Dollar Amount Sold \$N/A \$N/A \$N/A
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to a securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A	the securities in nformation may own, furnish an	Type of Security N/A N/A N/A	Dollar Amount Sold SN/A SN/A SN/A
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to a securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A	securities sold the first sale of	Type of Security N/A N/A N/A	Dollar Amount Sold \$N/A \$N/A \$N/A \$N/A \$N/A
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to a securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A	securities sold the first sale of	Type of Security N/A N/A N/A N/A	Dollar Amount Sold \$N/A \$N/A \$N/A \$N/A \$ \$ \$ 0 \$ 0 \$ 0
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to a securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of this offering. Exclude amounts relating solely to organization expenses of the issuer. The in be given as subject to future contingencies. If the amount of an expenditure is not kno estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees	securities sold the first sale of	Type of Security N/A N/A N/A N/A	Dollar Amount Sold \$N/A \$N/A \$N/A \$N/A \$0 \$0 \$0 \$0 \$0
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to a securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Total a. Furnish a statement of all expenses in connection with the issuance and distribution of this offering. Exclude amounts relating solely to organization expenses of the issuer. The in be given as subject to future contingencies. If the amount of an expenditure is not kno estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees	securities sold the first sale of	Type of Security N/A N/A N/A N/A	Dollar Amount Sold \$N/A \$N/A \$N/A \$N/A \$\$N/A \$\$0 \$\$0 \$\$0 \$\$0 \$\$0 \$\$0 \$\$0 \$
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to a securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of this offering. Exclude amounts relating solely to organization expenses of the issuer. The in be given as subject to future contingencies. If the amount of an expenditure is not kno estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees	the first sale of the first sale of the securities in a formation may own, furnish an	Type of Security N/A N/A N/A N/A	Dollar Amount Sold \$N/A \$N/A \$N/A \$N/A \$0 \$0 \$0 \$0 \$0

	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPENSES AND USE	OF P	ROCEEDS	
	b. Enter the difference between the aggregate of total expenses furnished in response to Part C - Que proceeds to the issuer."	fering price given in response to Part C - Ques	tion l	and	
					\$29,750,000
5.	Indicate below the amount of the adjusted gross p of the purposes shown. If the amount for any put to the left of the estimate. The total of the payr issuer set forth in response to Part C – Question 4.b	rpose is not known, furnish an estimate and che nents listed must equal the adjusted gross proc	ck the	box	
				Payments to	
				Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		🔲	\$0	□ \$0
	Purchase of real estate		🗆	\$0	S 0
	Purchase, rental or leasing and installation of mach		_	\$0	s o
	Construction or leasing of plant buildings and facil				
	Acquisition of other businesses (including the value				
	offering that may be used in exchange for the asse	ts or securities of another	∇	ėn.	\$29,750,000
	issuer pursuant to a merger)				
	Repayment of indebtedness				
	Working capital			\$0	<u> </u>
	Other (specify):		_ [\$0	\$0
			_		
			_ [s o	□ so
	Column Totals			\$0	\$29,750,000
	Total Payments Listed (column totals added)			\$29,750	,000
		D. FEDERAL SIGNATURE			
siena	suer has duly caused this notice to be signed by the ur are constitutes an undertaking by the issuer to furnish ation furnished by the issuer to any non-accredited in	to the U.S. Securities and Exchange Commission	f filed , upon	under Rule 505, th written request of	e following its staff, the
	(Print or Type)	Signature		Date	
Navi	gant Consulting, Inc.	Asol		May 13, 2007	
Name	of Signer (Print or Type)	Title of Signer (Print or Type)			
Jeffi	ey H. Stoecklein	Vice President, Corporate Development			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 16 U.S.C. 1001).